

JAN 06 '10

9-00 AM

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SURFACE TRANSPORTATION BOARD

January 6, 2010

Chief
Section of Administration
Office of Proceedings
Surface Transportation Board
395 E Street, S.W.
Washington, D.C. 20423

Contract 3-7455

Dear Section Chief,

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a) are two (2) copies of a Memorandum of Lease, dated as of December 21, 2009, a primary document as defined in the Board's Rules for the Recordation of Documents.

The name and address of the party to the enclosed document are:

Lessor: American Railcar Leasing LLC
(on behalf of ACF Industries LLC)
620 North Second Street
St. Charles, Missouri 63301

[Lessee: Cargill Incorporated
15615 McGinty Road West
Wayzata, MN 55391]

Section Chief
January 6, 2010
Page 2

A description of the railroad equipment covered by the enclosed document is:

148 railcars: SHPX 202731 - SHPX 202880.

A short summary of the document to appear in the index is:

Memorandum of Lease.

Also enclosed is a check in the amount of \$41.00 payable to the order of the Surface Transportation Board covering the required recordation fee.

Kindly return stamped copies of the enclosed document to the undersigned.

Very truly yours,

A handwritten signature in black ink, appearing to read 'Alvord', with a stylized flourish at the end.

Robert W. Alvord

RWA/sem
Enclosures

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9-00 AM

MEMORANDUM OF LEASE

SURFACE TRANSPORTATION BOARD

This Memorandum of Lease is prepared and filed by American Railcar Leasing LLC, a Delaware limited liability company, on behalf of (i) itself as lessor and/or as assignee of ACF Industries, Incorporated, ACF Industries LLC, American Railcar Industries, Inc., and/or ACF Acceptance LLC as the sole member of various ACF Acceptance entities, and/or (ii) as manager for one or more of the following affiliated lessors: ARI First LLC, ARI Second LLC, ARI Third LLC, ARL II Funding LLC and Shippers Third LLC, all with respect to Cargill, Incorporated, a Delaware Corporation ("Lessee").

ACF Industries LLC (as assignor or lessor, herein, "Lessor") and Lessee have entered into that certain Contract as identified on Schedule A (as amended, changed, assigned, modified and supplemented from time to time, together with any schedules and exhibits thereto, the "Lease"), pursuant to which Lessee leased the railcars listed on Schedule A attached hereto from Lessor on the terms and conditions set forth therein, and from time to time may lease other railcars bearing the reporting marks SHPX and/or ACFX.

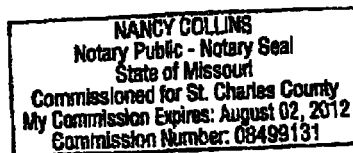
This Memorandum of Lease is prepared for registration purposes and is not intended to amend the terms and conditions of the Lease.


AMERICAN RAILCAR LEASING LLC

By: 
Name: Brian Evdo
Title: VP – Business Development

STATE OF MISSOURI)
) ss.:
COUNTY OF ST. CHARLES)

On this 21st day of Dec., 2009, before me, personally appeared Brian Evdo, to me personally known, who being by me duly sworn, says that he resides at St. Charles, Missouri and is the VP – Business Development of American Railcar Leasing LLC, that said instrument was signed on the date hereof on behalf of said company by authority of its governing body; and he acknowledged that the execution of the foregoing instrument was the free act and deed of said company.




Notary Public
My commission expires on 8/2/2012

Schedule A

Equipment

Cargill, Inc.
Contract 3-7455 dated 10/1/03

<u>Quantity</u>	<u>Description</u>	<u>Reporting Marks</u>	<u>Road Numbers</u>
	Tank	SHPX	202731
	Tank	SHPX	202732
	Tank	SHPX	202733
	Tank	SHPX	202734
	Tank	SHPX	202735
	Tank	SHPX	202736
	Tank	SHPX	202737
	Tank	SHPX	202738
	Tank	SHPX	202739
	Tank	SHPX	202740
	Tank	SHPX	202741
	Tank	SHPX	202742
	Tank	SHPX	202743
	Tank	SHPX	202744
	Tank	SHPX	202745
	Tank	SHPX	202746
	Tank	SHPX	202747
	Tank	SHPX	202748
	Tank	SHPX	202749
	Tank	SHPX	202750
	Tank	SHPX	202751
	Tank	SHPX	202752
	Tank	SHPX	202753
	Tank	SHPX	202754
	Tank	SHPX	202755
	Tank	SHPX	202756
	Tank	SHPX	202757
	Tank	SHPX	202758
	Tank	SHPX	202759
	Tank	SHPX	202760
	Tank	SHPX	202761
	Tank	SHPX	202762
	Tank	SHPX	202763
	Tank	SHPX	202764

Schedule A

Equipment

Cargill, Inc.
Contract 3-7455

<u>Quantity</u>	<u>Description</u>	<u>Reporting Marks</u>	<u>Road Numbers</u>
	Tank	SHPX	202765
	Tank	SHPX	202766
	Tank	SHPX	202767
	Tank	SHPX	202768
	Tank	SHPX	202769
	Tank	SHPX	202770
	Tank	SHPX	202771
	Tank	SHPX	202772
	Tank	SHPX	202773
	Tank	SHPX	202774
	Tank	SHPX	202775
	Tank	SHPX	202776
	Tank	SHPX	202777
	Tank	SHPX	202779
	Tank	SHPX	202780
	Tank	SHPX	202781
	Tank	SHPX	202782
	Tank	SHPX	202783
	Tank	SHPX	202784
	Tank	SHPX	202785
	Tank	SHPX	202786
	Tank	SHPX	202787
	Tank	SHPX	202788
	Tank	SHPX	202789
	Tank	SHPX	202790
	Tank	SHPX	202791
	Tank	SHPX	202792
	Tank	SHPX	202793
	Tank	SHPX	202794
	Tank	SHPX	202795
	Tank	SHPX	202796
	Tank	SHPX	202797
	Tank	SHPX	202798
	Tank	SHPX	202799

Schedule A

Equipment

Cargill, Inc.
Contract 3-7455

<u>Quantity</u>	<u>Description</u>	<u>Reporting Marks</u>	<u>Road Numbers</u>
	Tank	SHPX	202800
	Tank	SHPX	202801
	Tank	SHPX	202802
	Tank	SHPX	202803
	Tank	SHPX	202804
	Tank	SHPX	202805
	Tank	SHPX	202806
	Tank	SHPX	202807
	Tank	SHPX	202808
	Tank	SHPX	202809
	Tank	SHPX	202810
	Tank	SHPX	202811
	Tank	SHPX	202812
	Tank	SHPX	202813
	Tank	SHPX	202814
	Tank	SHPX	202815
	Tank	SHPX	202816
	Tank	SHPX	202817
	Tank	SHPX	202818
	Tank	SHPX	202819
	Tank	SHPX	202820
	Tank	SHPX	202821
	Tank	SHPX	202822
	Tank	SHPX	202823
	Tank	SHPX	202824
	Tank	SHPX	202825
	Tank	SHPX	202826
	Tank	SHPX	202827
	Tank	SHPX	202828
	Tank	SHPX	202829
	Tank	SHPX	202830
	Tank	SHPX	202831
	Tank	SHPX	202832
	Tank	SHPX	202833

Schedule A

Equipment

Cargill, Inc.
Contract 3-7455

<u>Quantity</u>	<u>Description</u>	<u>Reporting Marks</u>	<u>Road Numbers</u>
	Tank	SHPX	202834
	Tank	SHPX	202835
	Tank	SHPX	202836
	Tank	SHPX	202837
	Tank	SHPX	202838
	Tank	SHPX	202839
	Tank	SHPX	202840
	Tank	SHPX	202841
	Tank	SHPX	202842
	Tank	SHPX	202843
	Tank	SHPX	202844
	Tank	SHPX	202845
	Tank	SHPX	202846
	Tank	SHPX	202847
	Tank	SHPX	202848
	Tank	SHPX	202849
	Tank	SHPX	202850
	Tank	SHPX	202851
	Tank	SHPX	202852
	Tank	SHPX	202853
	Tank	SHPX	202854
	Tank	SHPX	202855
	Tank	SHPX	202856
	Tank	SHPX	202857
	Tank	SHPX	202858
	Tank	SHPX	202859
	Tank	SHPX	202860
	Tank	SHPX	202861
	Tank	SHPX	202862
	Tank	SHPX	202863
	Tank	SHPX	202865
	Tank	SHPX	202866
	Tank	SHPX	202867
	Tank	SHPX	202868

Schedule A

Equipment

Cargill, Inc.

Contract 3-7455

<u>Quantity</u>	<u>Description</u>	<u>Reporting Marks</u>	<u>Road Numbers</u>
	Tank	SHPX	202869
	Tank	SHPX	202870
	Tank	SHPX	202871
	Tank	SHPX	202872
	Tank	SHPX	202873
	Tank	SHPX	202874
	Tank	SHPX	202875
	Tank	SHPX	202876
	Tank	SHPX	202877
	Tank	SHPX	202878
	Tank	SHPX	202879
	Tank	SHPX	202880
148			

CERTIFICATION

I, Robert W. Alvord, attorney licensed to practice in the State of New York and the District of Columbia, do hereby certify under penalty of perjury that I have compared the attached copy with the original thereof and have found the copy to be complete and identical in all respects to the original document.

Dated: 1/6/2010



Robert W. Alvord